



The nationwide gondola pool

RECORDATION NO. 12564
JUN 20 1986 - 1 50 PM
INTERSTATE COMMERCE COMMISSION

RAILGON COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 984-3826

June 17, 1986

No.

Date JUN 20 1986

Fee \$ 30.00

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Ave., NW
Room 2215
Washington, DC 20423

Dear Ms. McGee:

6-171A035

30. filing fee

3200

JUN 20 1986 - 1 50 PM

On behalf of Railgon Company, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, an executed original and one certified true copy of each of the following secondary documents:

- 12564-L 1. "Amendment to Lease of Railroad Equipment (No. 2)";
- 12564-M 2. "Amendment to Conditional Sale Agreement (No. 2)"; and
- 12564-N 3. "Amendment to Assignment of Lease and Agreement (No. 2)".

Prior recordations relating to this document are as follows:

1. Conditional Sale Agreement dated as of October 1, 1980, recorded under Recordation No. 12564;
2. Agreement and Assignment dated as of October 1, 1980, recorded under Recordation No. 12564-A;
3. Lease of Railroad Equipment (No. 3) dated as of October 1, 1980, recorded under Recordation No. 12564-B;
4. Assignment of Lease and Agreement dated as of October 1, 1980, recorded under Recordation No. 12564-C;
5. Amendment Agreement dated as of February 15, 1981, recorded under Recordation No. 12564-D;
6. Amendment to Lease of Railroad Equipment (No. 2) dated as of January 1, 1984, recorded under Recordation No. 12564-E;
7. Amendment to Conditional Sale Agreement (No. 2) dated as of October 15, 1984, recorded under Recordation No. 12564-F;

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Honorable Noreta R. McGee
June 17, 1986
Page 2

8. Amendment to Lease of Railroad Equipment (No. 2) dated as of October 15, 1984, recorded under Recordation No. 12564-G;
9. Amendment to Assignment of Lease and Agreement (No. 2) dated as of October 15, 1984, recorded under Recordation No. 12564-H;
10. Amendment to Conditional Sale Agreement (No. 2) dated as of November 15, 1984, recorded under Recordation No. 12564-I;
11. Amendment to Lease of Railroad Equipment (No. 2) dated as of November 15, 1984, recorded under Recordation No. 12564-J; and
12. Amendment to Assignment of Lease and Agreement (No. 2) dated as of November 15, 1984, recorded under Recordation No. 12564-K.

Please file the enclosed documents under Recordation No. 12564 under the next available letters.

The parties to this transaction are as follows:

Railgon Company - Lessee
101 North Wacker Drive
Chicago, Illinois 60606

The Connecticut Bank and Trust Company,
National Association - as Trustee
for Owner, and Lessor
One Constitution Plaza
Hartford, Connecticut 06115

Mercantile-Safe Deposit and Trust
Company - as Agent for Investors,
and as Mortgagee
Two Hopkins Plaza
Baltimore, Maryland 21201

The Equipment covered by the enclosed document is as set forth below:

<u>CAR TYPE</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Reporting Marks</u>	<u>Equipment Numbers</u>
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There are no changes to the Equipment numbers as stated in prior documents.

Honorable Noreta R. McGee
June 17, 1986
Page 3

Enclosed is a check in the amount of \$30.00 to pay the recording fee for the instant document.

A short summary of the document to appear in the Index is as follows:

"Amends the filings under Recordation No. 12564. No changes to car numbers.

Once the filing has been made, please keep the executed original of each document for your files and return to bearer the other stamped copies, together with the fee receipt, the letter from the ICC acknowledging the filing, and the four extra copies of this letter of transmittal.

Very truly yours,



Thomas D. Marion
Director - Equipment Finance
and Assistant Treasurer

TDM:kbb

Enclosures

JUN 20 1986 -1 50 PM

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT (No. 2) INTERSTATE COMMERCE COMMISSION

AMENDMENT made as of the 16th day of June, 1986 between RAILGON COMPANY, a Delaware corporation (the "Lessee"), and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, acting not in its individual capacity but solely as Trustee (hereinafter, together with its successors and assigns, called the "Trustee") acting under a Trust Agreement dated as of October 1, 1980 with General Electric Credit Corporation (the "Owner").

RECITALS

WHEREAS, the Trustee and the Lessee are parties to a Lease of Railroad Equipment, dated as of October 1, 1980, as amended (as so amended, the "Lease"), pursuant to which the Trustee leased to the Lessee certain items of railroad equipment described in Schedule A thereto (the "Equipment");

WHEREAS, by an Assignment of Lease and Agreement dated as of October 1, 1980, as amended, the Trustee assigned its rights in, to and under the Lease to Mercantile-Safe Deposit and Trust Company, not in its individual capacity but solely as agent (the "Agent") for certain institutional investors under a Participation Agreement dated as of October 1, 1980, as amended, among the Trustee, the Owner, the Agent, the Investors listed therein and the Lessee;

WHEREAS, the Lease was amended pursuant to (i) the Amendment to Lease of Railroad Equipment (No. 2) dated as of January 1, 1984 in connection with the restructuring of certain indebtedness of the Lessee under the Override and Restructuring Agreement (the "Override Agreement") dated as of January 1, 1984 by and among the Lessee, the Trustee, the Owner, the Agent, the Investors listed on Schedule A to the Override Agreement and Trailer Train Company, a Delaware corporation, (ii) the Amendment to Lease of Railroad Equipment (No. 2) dated as of October 15, 1984 in connection with the further restructuring of such indebtedness pursuant to Amendment No. 1 to the Override and Restructuring Agreement dated as of October 15, 1984 by and among the parties to the Override Agreement, and (iii) the Amendment to Lease of Railroad Equipment (No. 2) dated as of November 15, 1984 in connection with the further restructuring of such indebtedness pursuant to Amendment No. 2 to the Override and Restructuring Agreement dated as of November 15, 1984 by and among the parties to the Override Agreement;

WHEREAS, the Trustee has as of this date entered into a Lease of Railroad Equipment with The Kansas City Southern Railway Company, a Missouri corporation, pursuant to which the Trustee has leased to such entity certain items of the Equipment described in Schedule A hereto; and

WHEREAS, in consideration of the foregoing, the parties to the Lease have agreed to amend the Lease on the terms set forth herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

1. The last sentence of Section 2 of the Lease is deleted in its entirety and the following paragraph is added at the end of Section 2 of the Lease:

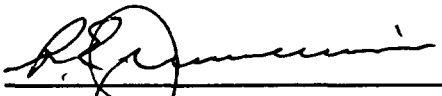
The parties hereto acknowledge that the Trustee is entering into a Lease of Railroad Equipment dated as of June 16, 1986 (the "Kansas City Southern Lease") with The Kansas City Southern Railway Company (the "Kansas City Southern Lessee") pursuant to which the Trustee is leasing to the Kansas City Southern Lessee certain of the Units (the "Kansas City Southern Units") described in Schedule A to that certain Amendment to Lease of Railroad Equipment (No. 2) dated as of June 16, 1986 between the Trustee and the Lessee. Notwithstanding anything contained in this Lease to the contrary, including, without limitation, Section 12, the parties agree that the Kansas City Southern Units are released from the Lease and the Lease (other than the provisions of this paragraph and those provisions of the Lease that survive the termination of the Lease) is terminated as to such Kansas City Southern Units. For purposes of this Lease the term "Units" shall mean the Units then remaining subject to this Lease as of the date of determination.

2. Except as modified or amended hereby, the Lease shall remain in full force and effect in accordance with its terms. This Amendment may be executed in two or

more counterparts which when taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the date first above written.

RAILGON COMPANY

By 
Robert E. Zimmerman
Vice President and Treasurer

[Corporate Seal]
Attest:


Assistant Secretary

THE CONNECTICUT BANK AND
TRUST COMPANY, NATIONAL
ASSOCIATION, not in its
individual capacity, but
solely as Trustee

[Seal]
Attest:

By _____

more counterparts which when taken together shall constitute but one and the same instrument.

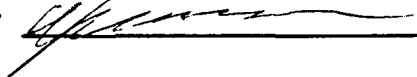
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the date first above written.

RAILGON COMPANY

By _____

[Corporate Seal]
Attest:

THE CONNECTICUT BANK AND
TRUST COMPANY, NATIONAL
ASSOCIATION, not in its
individual capacity, but
solely as Trustee

By  _____

[Seal]
Attest:



STATE OF *Illinois*)
COUNTY OF *De Page*) ss.:

On this *16*th day of June, 1986, before me personally appeared *R. E. Zimmerman*, to me personally known, who, being by me duly sworn, says that he is the *V.P. Treasurer* of Railgon Company, one of the corporations described in and which executed the foregoing instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James G. Smith

Notary Public
My Commission Ex. expires July 15, 1988

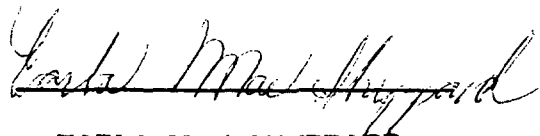
[Notarial Seal]

STATE OF CONNECTICUT

) ss.:

COUNTY OF HARTFORD

On this 16 th day of June, 1986, before me personally appeared V. Kreuscher, to me personally known, who, being by me duly sworn, says that he is the ^{ASSISTANT VICE PRESIDENT} of The Connecticut Bank and Trust Company, National Association, one of the corporations described in and which executed the foregoing instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



EARLA MAE SHEPPARD
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1989

[Notarial Seal]

SCHEDULE A

No Units are being leased to the Kansas City
Southern Lessee.

DISTRICT OF COLUMBIA) SS.:

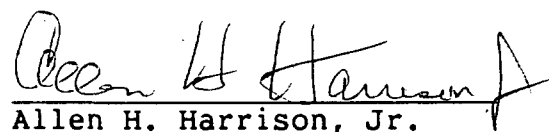
CERTIFICATION OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, do hereby certify that I have compared the attached copy of the document entitled

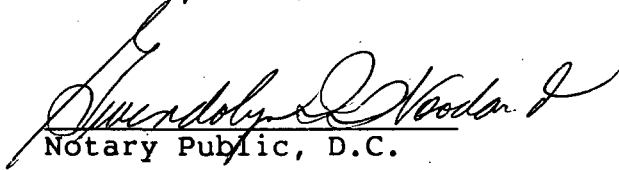
Amendment to Lease of Railroad Equipment (No. 2)

with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this ^{20th} day of June, 1986


Allen H. Harrison, Jr.

Subscribed and sworn to
before me this ^{20th} day
of June, 1986.


Notary Public, D.C.

My commission expires: 9-30-90